



Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
Corporations Section
PO Box 110808
Juneau AK 99811-0808

ARTICLES OF INCORPORATION

Professional Corporation

The undersigned natural person(s) of the age of 18 years or more, acting as incorporator(s) of a corporation under the Alaska Professional Corporations Act (AS 10.45) hereby executes the following document and sets forth:

Article 1. Name of the Corporation: (the name must contain the words "Corporation," "Company," "Incorporated," "Limited," "A Professional Corporation," or an abbreviation of these words.)

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Article 2. The name of the professional activity to be practiced by the corporation:

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The mailing address of the corporation:

Name:			
Mailing Address:			
	City:	AK	ZIP Code:

The address where the professional corporation will have its office in Alaska:

Name:			
Mailing Address:			
Physical Address if Mailing Address is a Post Office Box:			
	City:	AK	ZIP Code:

Article 3. Registered Agent Name and Address:

Name:			
Mailing Address:			
Physical Address if Mailing Address is a Post Office Box:			
	City:	AK	ZIP Code:

Article 4. Name and Address of each alien affiliate or a statement that there are no alien affiliates:There are no alien affiliates ☐

Name		
Mailing Address		
City	State	Province
Country		

Attach additional sheet if more than one alien affiliate.

Article 5. List the name and addresses of all original shareholders, directors and officers of the Professional Corporation. Only shareholders of the corporation can be an officer or director of the corporation. List the professional license issued by the Department of Commerce, Community, and Economic Development. If the license was issued by the Alaska Bar Association, include a copy of the license with this filing.

Name:				
Title		% Shares Held		Professional License #
Mailing Address:				
	City:	State:	ZIP Code:	
Name:				
Title		% Shares Held		Professional License #
Mailing Address:				
	City:	State:	ZIP Code:	
Name:				
Title		% Shares Held		Professional License #
Mailing Address:				
	City:	State:	ZIP Code:	
Name:				
Title		% Shares Held		Professional License #
Mailing Address:				
	City:	State:	ZIP Code:	
Name:				
Title		% Shares Held		Professional License #
Mailing Address:				
	City:	State:	ZIP Code:	

Attach additional pages if necessary.

Article 6. Number of Authorized Shares:

# of Authorized Shares	Class	Series	Par Value

# of Authorized Shares	Class	Series	Par Value

# of Authorized Shares	Class	Series	Par Value

Attach additional pages for continuation of previous article and/or additional articles.

Please indicate which article you are continuing and/or insert any desired additional provisions authorized by the code by adding additional articles here (see optional provisions in the instructions).

One or more natural persons at least 18 years of age may act as incorporators of a corporation by signing and delivering to the commissioner the articles of incorporation for the corporation.

The PRINTED name and SIGNATURE of each incorporator:

Signed by the incorporator or incorporators this _____ day of _____, 20_____.

Signature of Incorporator

Printed Name of Incorporator

**DISCLOSURE OF CORPORATE PURPOSE
USING THE
NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM
(NAICS)**

A separate Disclosure of Corporate Purpose must be attached to the Articles of Incorporation which most closely describes the activities of the corporation. The NAICS Code must not conflict with the purpose listed in the Articles of Incorporation.

The 6-digit NAICS industry grouping code which most clearly describe the initial activities of the corporation is:

Optional Articles may set out:

1. Any of the following provisions, that are not effective unless expressly provided in the articles:
 - a. A provision granting, with or without limitations, the power to levy assessments upon the shares or class of shares;
 - b. A provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
 - c. Special qualifications of persons who may be shareholders;
 - d. A provision limiting the duration of the corporation's existence to a specified date;
 - e. A provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in AS 10.06.228;
 - f. A provision requiring, for any corporate action except as provided in AS 10.06.460 and AS 10.06.605, the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this chapter;
 - g. A provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
 - h. A provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matters on which shareholders may vote;
 - i. A provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
 - j. A provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
 - k. A provision that one or more classes or series of shares are redeemable as provided in AS 10.06.325;
 - l. Duties, privileges, and liabilities of directors upon delegates under AS 10.06.450;
 - m. A provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; the articles of incorporation may not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) willful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or (iv) a transaction from which the director derives an improper personal benefit; the provisions of this paragraph do not eliminate or limit the liability of a director for an act or omission that occurs before the effective date of the articles of incorporation or of an amendment to the articles of incorporation authorized by this paragraph;
2. Reasonable restrictions upon the right to transfer or hypothecate shares of a class or series, but a restriction is not binding on shares issued before the adoption of the restriction unless the holders of those shares voted in favor of the restriction;
3. The names and addresses of the persons appointed to act as initial directors;
4. Any other provision not in conflict with this chapter for the management of the business and for the conduct of the affairs of the corporation, including any provision that is required or permitted by this chapter to be stated in the bylaws.

Alaska Corporation Net Income Tax

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. A corporation may elect to file a consolidated Alaska return with its affiliates. The Alaska return is due 30 days after the due date of the Federal Tax Return. The tax due must be paid by the 15th day of the third month following the close of the tax year. Form 04-611 is the prescribed form on which the Alaska Corporation Net Income Tax is to be reported for most corporations. However, those corporations engaged in oil and gas production or pipeline transportation must use Form 04-650. The forms may be obtained by contacting the Alaska Department of Revenue, Tax Division, P.O. Box 110420, Juneau, Alaska, 99811-0420, Telephone (907) 465-2320.

Professional Corporations must include the license number issued by the regulatory board of the profession involved for each of the incorporators, directors, and shareholders of the corporation.

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail Articles of Incorporation with Professional Certificates, Disclosure of Corporate Purpose, and filing fee of **\$250.00** (in U.S. dollars) to:

State of Alaska
Corporations Section
PO Box 110808
Juneau, AK 99811

For additional information or forms please visit our web site at: www.corporations.alaska.gov

Optional Articles may set out:

1. Any of the following provisions, that are not effective unless expressly provided in the articles:
 - a. A provision granting, with or without limitations, the power to levy assessments upon the shares or class of shares;
 - b. A provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
 - c. Special qualifications of persons who may be shareholders;
 - d. A provision limiting the duration of the corporation's existence to a specified date;
 - e. A provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in AS 10.06.228;
 - f. A provision requiring, for any corporate action except as provided in AS 10.06.460 and AS 10.06.605, the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this chapter;
 - g. A provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
 - h. A provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matters on which shareholders may vote;
 - i. A provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
 - j. A provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
 - k. A provision that one or more classes or series of shares are redeemable as provided in AS 10.06.325;
 - l. Duties, privileges, and liabilities of directors upon delegates under AS 10.06.450;
 - m. A provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; the articles of incorporation may not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) willful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or (iv) a transaction from which the director derives an improper personal benefit; the provisions of this paragraph do not eliminate or limit the liability of a director for an act or omission that occurs before the effective date of the articles of incorporation or of an amendment to the articles of incorporation authorized by this paragraph;
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Professional Corporations must include a certificate from the regulatory board of the profession involved certifying that each of the incorporators, directors, and shareholders is licensed to practice the professional shall be filed with the articles of incorporation.

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail Articles of Incorporation with Professional Certificates, Disclosure of Corporate Purpose, and filing fee of **\$250.00** (in U.S. dollars) to:

State of Alaska
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